



NOTICE OF GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

Thursday, 24 January 2019

10:00am (AEDT)

(registration commencing 15 minutes earlier)

At:

Baker McKenzie, Level 19, 181 William Street, Melbourne VIC 3000

Vivid Technology Limited

ACN 120 710 625

Level 2E, 53 Victoria Harbour Promenade, Docklands Vic 3008

Notice of General Meeting

Notice is hereby given that a General Meeting of the Shareholders of Vivid Technology Limited (**Company**) will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne VIC 3000 at 10:00am (AEDT) on Thursday, 24 January 2019.

Business

The following business will be conducted:

Resolution 1: Ratification and approval of previous issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 56,040,004 fully paid ordinary shares in the capital of the Company under Listing Rule 7.1 to sophisticated and professional investors on the basis set out in the Explanatory Memorandum."

Voting Exclusion Statement (Resolution 1)

The Company will disregard any votes cast in favour of Resolution 1 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2: Approval of proposed issue of Shares to Directors

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company approve the proposed issue of 6,166,666 fully paid ordinary shares in the capital of the Company to the Directors of the Company (or entities controlled by them), on the basis set out in the Explanatory Memorandum."

Voting Exclusion Statement (Resolution 2)

The Company will disregard any votes cast in favour of Resolution 2 by any Director or any of their associates.

However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD.



Chris Hayes

Company Secretary

Dated 19 December 2018.

Voting, proxies and company representatives

1. Voting Entitlements

Pursuant to regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) the Directors have determined that, for the purpose of voting at the General Meeting, Shares will be taken to be held by those Shareholders recorded in the Company's Register of Shareholders as at 7.00pm (AEDT) on Tuesday, 22 January 2019. Shareholders are entitled to vote by attending the meeting in person, by proxy or by authorised representative.

2. Voting by Proxy

In accordance with section 249L of the Corporations Act, a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy who need not be a Shareholder of the Company. A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act; and
- (b) provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

If satisfactory evidence of the appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes that each proxy may cast, each proxy may cast one half of the Shareholders votes. If the Shareholder appoints two proxies, neither may vote on a show of hands.

To vote by proxy, the completed enclosed Proxy Form must be lodged either:

- 1 via mail to Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001;
- 2 by hand to Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067;
- 3 by fax to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
- 4 online at <http://www.intermediaryonline.com> (for intermediary online users online),

by 10:00am (AEDT) on Tuesday, 22 January 2019, being at least 48 hours before the holding of the General Meeting.

3. Corporate Shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act. A "Certificate of Appointment of Company Representative" is available from the Company's share registry at Computershare Investor Services Pty Limited (Local: 1300 850 505; overseas: +61 (0)3 9415 4000) and must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

Definitions:

ASX means ASX Limited.

Company means Vivid Technology Limited (ACN 120 710 625).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this notice of meeting.

General Meeting means the general meeting of the Company to be held pursuant to this notice of meeting.

Listing Rules means the official listing rules of ASX as amended from time to time.

Placement has the meaning given to that term in the Explanatory Memorandum.

Placement Shares has the meaning given to that term in the Explanatory Memorandum.

Related Party Shares has the meaning given to that term in the Explanatory Memorandum.

Shareholder means a holder of Shares.

Shares means fully paid ordinary shares in the capital of the Company.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the Shareholders of Vivid Technology Limited (**Company**) to provide information about the items of business to be considered at the General Meeting of Shareholders of the Company to be held at the Offices of Baker McKenzie, Level 19, 181 William Street Melbourne VIC 3000 on Thursday, 24 January 2019 at 10:00am (AEDT).

Resolution 1: Ratification and approval of previous issue of Shares

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period, other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify and approve it and the issue did not breach Listing Rule 7.1.

As announced to ASX on 19 December 2018, the Company raised \$1,681,200 (before costs) from a placement of a total of 56,040,004 Shares (**Placement Shares**) at an issue price of \$0.03 (3.0 cents) each to existing and new sophisticated and professional investors (**Placement**). These Shares were issued on Tuesday, 18 December 2018 and were issued without securityholder approval under Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.4 to approve the issue of 56,040,004 Placement Shares which were issued using the Company's 15% share issue capacity under the Placement.

The investors who participated in the Placement were existing Shareholders and new sophisticated and professional investors. The Placement was conducted by way of a bookbuild process conducted by Veritas Securities Limited (**Veritas**) on behalf of the Company. Veritas acted as lead manager to the Placement.

The Placement Shares were issued on the same terms as, and rank equally with, all Shares currently on issue. The new funds raised will be used for general working capital purposes to allow the Company to maintain and capitalise on its current work in hand and forward order book, both domestically and internationally. Further details regarding the Placement are set out in the Company's ASX announcements dated 6 December 2018 and 19 December 2018.

If Shareholders do not ratify the issue of the Placement Shares pursuant to Listing Rule 7.4, the Placement Shares will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining prior Shareholder approval. Accordingly, Resolution 1 seeks Shareholder approval to allow the Company to refresh its 15% share issue capacity.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Approval of proposed issue of Shares to Directors

As announced on 6 December 2018 and 19 December 2018, concurrently to the Placement, the Directors have subscribed for 6,166,666 Shares (**Related Party Shares**) at an issue price of \$0.03 (3.0 cents) per Related Party Share to raise \$185,000 (before expenses).

Listing Rule 10.11 requires the Company to obtain Shareholder approval in order to issue equity securities to a related party of the Company. "Related party" is defined in the Listing Rules and the Corporations Act to include the Directors and their spouses, as well as entities controlled by the Directors (among others).

The net proceeds of the issue of the Related Party Shares will be used together with the proceeds of the Placement for general working capital purposes to allow the Company to maintain and capitalise on its current work in hand and forward order book, both domestically and internationally. Further details regarding the Placement are set out in the Company' ASX announcements dated 6 December 2018 and 19 December 2018.

The Directors or entities controlled by them have individually subscribed for the following number of Related Party Shares:

Director	Nominee [#]	No. of Related Party Shares	Total consideration payable
Charles Macek	N/A	1,500,000	\$45,000
John Kopcheff	Berenes Nominees Pty Ltd as trustee for Berenes Nominees Pty Ltd Super Fund	1,666,667	\$50,000
Philip Zajac	Landlove Pty Ltd as trustee for Zajac Family Trust	1,000,000	\$30,000
Leslie Butterfield	Deltsong Pty Ltd as trustee for Deltsong Pty Ltd Superannuation Fund	1,333,333	\$40,000
Elizabeth Aris	N/A	333,333	\$10,000
Samuel Marks	Toroso Group Pty Ltd	333,333	\$10,000

[#] Nominees are entities controlled by the relevant Director.

If this Resolution 2 is passed, the Related Party Shares will be issued to the as soon as practicable following the General Meeting, and in any event not more than one month following the date of the meeting. If approval is given under Listing Rule 10.11, separate approval is not required under Listing Rule 7.1. Accordingly, if this resolution is approved, the issue of the Related Party Shares will not count towards the Company's 15% share issue capacity.


If this Resolution is not passed, it will not affect the issue of the Placement Shares. However, it will affect the amount of funds which the Company will have to deploy for the purposes outlined above.

Recommendation

As the Directors are excluded from voting on this Resolution 2, the Directors abstain from offering a recommendation on how to vote on this Resolution 2.

END

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182389

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (AEDT) on Tuesday, 22 January 2019**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Vivid Technology Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Vivid Technology Limited to be held at Baker McKenzie, Level 19, 181 William Street, Melbourne VIC 3000 on Thursday, 24 January 2019 at 10:00am and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification and approval of previous issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of proposed issue of Shares to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against of each item of business (other than Resolution 5, where he will vote in favour). In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____